

HELM FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

~~Documents~~ -

VIA AIR COURIER

March 18, 1996

19981

Ms. Mildred Lee
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

MAR 19 4 23 PM '96

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of January 29, 1996 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

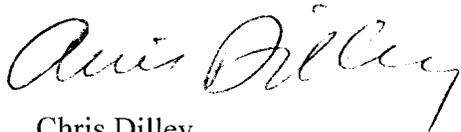
Lessee: Amvest Coal Sales, Inc.
One Boar's Head Place
Charlottesville, VA 22903

The equipment involved in this transaction is as follows:

Equipment: One hundred fifty-four (154) open top coal hopper railcars (See Schedule A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosure

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

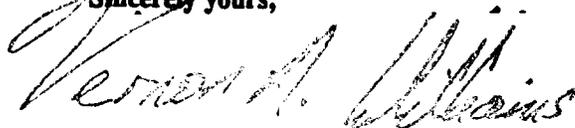
3/19/96

Chris Dilley
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/19/96 at 4:30PM, and assigned recordation number(s). 19979, 19980, 19981, 16659-B, 19425-A, 19474-A and 19878-A.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19981

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT (the "Memorandum") is made as of January 29, 1996 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of January 29, 1996 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and AMVEST COAL SALES, INC., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11303. Lessor has the right to lease the railcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor, except as otherwise provided in the Lease. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

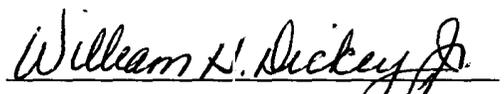
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

AMVEST COAL SALES, INC.

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: WILLIAM H. DICKEY, JR

Its: President

Its: PRESIDENT

SCHEDULE A
TO THE MEMORANDUM OF LEASE
THE UNITS

Description of Units:

One hundred fifty-four (154), 3400-3600 cubic foot, 100-ton capacity, three pocket, open top coal hopper railcars, built by Bethlehem Steel Corporation and Greenville Steel Car.

<u>Unit Number</u>		<u>Unit Number</u>		<u>Unit Number</u>		<u>Unit Number</u>	
1	HLMX 1370	40	HLMX 33071	79	HLMX 504002	118	HLMX 588727
2	HLMX 16304	41	HLMX 33074	80	HLMX 504003	119	HLMX 588962
3	HLMX 16305	42	HLMX 34000	81	HLMX 504004	120	HLMX 589053
4	HLMX 16311	43	HLMX 34001	82	HLMX 504005	121	HLMX 589149
5	HLMX 16315	44	HLMX 34004	83	HLMX 504006	122	HLMX 589276
6	HLMX 16323	45	HLMX 36048	84	HLMX 504008	123	HLMX 589340
7	HLMX 16325	46	HLMX 36268	85	HLMX 504009	124	HLMX 589348
8	HLMX 16326	47	HLMX 36360	86	HLMX 504011	125	HLMX 589680
9	HLMX 16330	48	HLMX 36421	87	HLMX 504012	126	HMJX 17104
10	HLMX 16334	49	HLMX 36940	88	HLMX 504013	127	HMJX 17106
11	HLMX 16336	50	HLMX 87608	89	HLMX 504014	128	HMJX 17127
12	HLMX 16339	51	HLMX 87610	90	HLMX 504015	129	HMJX 17137
13	HLMX 33000	52	HLMX 87693	91	HLMX 504016	130	HMJX 17143
14	HLMX 33002	53	HLMX 87710	92	HLMX 540661	131	HMJX 17153
15	HLMX 33010	54	HLMX 87721	93	HLMX 582222	132	HMJX 17165
16	HLMX 33013	55	HLMX 87791	94	HLMX 582314	133	HMJX 87301
17	HLMX 33014	56	HLMX 87798	95	HLMX 582341	134	HMJX 87329
18	HLMX 33015	57	HLMX 200000	96	HLMX 582368	135	HMJX 87339
19	HLMX 33017	58	HLMX 200001	97	HLMX 582447	136	HMJX 87393
20	HLMX 33019	59	HLMX 200003	98	HLMX 582463	137	HMJX 87489
21	HLMX 33021	60	HLMX 200004	99	HLMX 582470	138	HMJX 100000
22	HLMX 33024	61	HLMX 200005	100	HLMX 582520	139	HMJX 100001
23	HLMX 33025	62	HLMX 200006	101	HLMX 582531	140	HMJX 100002
24	HLMX 33026	63	HLMX 200007	102	HLMX 582582	141	HMJX 100003
25	HLMX 33029	64	HLMX 200008	103	HLMX 582752	142	HMJX 100004
26	HLMX 33032	65	HLMX 200009	104	HLMX 582826	143	HMJX 100005
27	HLMX 33037	66	HLMX 200010	105	HLMX 582895	144	HMJX 100006
28	HLMX 33041	67	HLMX 200011	106	HLMX 582948	145	HMJX 100007
29	HLMX 33042	68	HLMX 200012	107	HLMX 583182	146	HMJX 100008
30	HLMX 33045	69	HLMX 200014	108	HLMX 586925	147	HMJX 100009
31	HLMX 33046	70	HLMX 200015	109	HLMX 587916	148	HMJX 100010
32	HLMX 33049	71	HLMX 200017	110	HLMX 587920	149	HMJX 100011
33	HLMX 33050	72	HLMX 200018	111	HLMX 587929	150	HMJX 100012
34	HLMX 33056	73	HLMX 200020	112	HLMX 587980	151	HMJX 100013
35	HLMX 33063	74	HLMX 200021	113	HLMX 588063	152	HMJX 100014
36	HLMX 33064	75	HLMX 200022	114	HLMX 588092	153	HMJX 100015
37	HLMX 33066	76	HLMX 200023	115	HLMX 588189	154	HMJX 100018
38	HLMX 33068	77	HLMX 200024	116	HLMX 588341		
39	HLMX 33070	78	HLMX 504001	117	HLMX 588568		

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 23, 1996, before me, Emma S Ortega
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

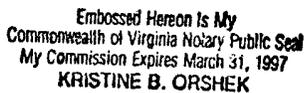
STATE OF Virginia)
) S.S.
COUNTY OF Albemarle)

On February 21, 1996, before me Kristine B. Ryalls
personally appeared William H. Dickey Jr.,
of AMVEST COAL SALES, INC.,

personally known to me -OR-

proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Kristine B. Ryalls
SIGNATURE OF THE NOTARY

I was originally commissioned as
Kristine B. Orshek, Notary Public

[Notarial Seal]